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February 15, 2000

Via Hand-Delivery

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

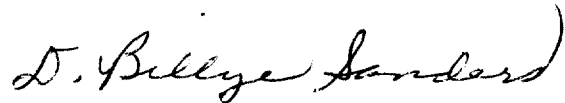
Re: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC; Docket No.99-00909 – List of Issues

Dear Mr. Waddell:

Pursuant to the Notice of Pre-Hearing Conference that was issued by the Tennessee Regulatory Authority on February 8, 2000, Memphis Networkx, LLC (the "Applicant") and MLGW and A&L (the "Joint Petitioners") hereby submit the original and thirteen (13) copies of their proposed list of issues to be considered in this docket.

Please contact us if you need additional information.

Sincerely,



D. Billye Sanders

DBS:lmb
w/Enclosures

cc: John Knox Walkup, Esq.
J. Maxwell Williams, Esq.
Ward Huddleston, Esq.

POSTED
2-15-2000

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

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IN RE: APPLICATION OF MEMPHIS)
NETWORK, LLC FOR A CERTIFICATE OF)
PUBLIC CONVENIENCE AND)
NECESSITY TO PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)
AND JOINT PETITION OF MEMPHIS)
LIGHT GAS AND WATER DIVISION,)
A DIVISION OF THE CITY OF MEMPHIS,)
TENNESSEE ("MLGW") AND A&L)
NETWORKS-TENNESSEE, LLC ("A&L"))
FOR APPROVAL OF AGREEMENT)
BETWEEN MLGW AND A&L REGARDING)
JOINT OWNERSHIP OF MEMPHIS)
NETWORK, LLC)

EXHIBIT COLLECTION

DOCKET NO. 99-00909

ISSUES PROPOSED BY THE APPLICANT AND JOINT PETITIONERS

Pursuant to the Notice of Pre-Hearing Conference, dated February 8, 2000, come now Memphis Networkx, LLC ("Memphis Networkx" or "Applicant") and MLGW and A&L (MLGW and A&L collectively, the "Joint Petitioners") and file the following list of proposed issues to be decided in this proceeding.

1. Whether, pursuant to the T.C.A. § 65-4-201(c)(2), Memphis Networkx possesses sufficient managerial, financial and technical abilities to provide the applied for services?

2. Whether, pursuant to T.C.A. § 65-4-201(c)(1), Memphis Networkx has demonstrated that it will adhere to all applicable authority policies, rules and orders?

3. Whether, pursuant to T.C.A. § 7-52-103(d), the Operating Agreement of Memphis Networkx, LLC, dated November 8, 1999, adopted by MLGW and A&L

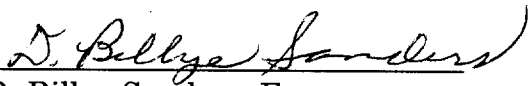
for the purpose of establishing a joint venture to provide telecommunications services should be approved by the Tennessee Regulatory Authority?

Respectfully submitted,

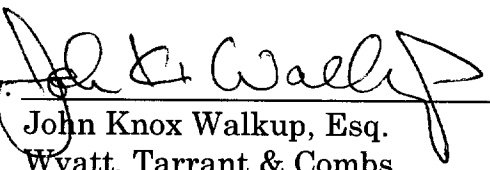
MEMPHIS NETWORKX, LLC (Applicant)

**MEMPHIS LIGHT GAS AND WATER
DIVISION (Joint Petitioner)**

**A&L NETWORKS-TENNESSEE, LLC
(Joint Petitioner)**

By: 
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Attorney for A&L and Memphis
Networx, LLC